

ORIGINAL

(Official Form 1) (9/01)

FORM B1 United States Bankruptcy Court District of Nevada		Voluntary Petition																				
Name of Debtor (if individual, enter Last, First, Middle): Guardian Security Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																				
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																				
Soc. Sec./Tax I.D. No. (if more than one, state all): 45-0472762		Soc. Sec./Tax I.D. No. (if more than one, state all):																				
Street Address of Debtor (No. & Street, City, State & Zip Code): 3100 S Valley View Blvd Las Vegas, NV 89102		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																				
County of Residence or of the Principal Place of Business: Clark		County of Residence or of the Principal Place of Business:																				
Mailing Address of Debtor (if different from street address): 3100 S Valley View Blvd Las Vegas, NV 89102		Mailing Address of Joint Debtor (if different from street address):																				
Location of Principal Assets of Business Debtor (if different from street address above):																						
Information Regarding the Debtor (Check the Applicable Boxes)																						
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																						
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																				
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																				
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)																						
Statistical/Administrative Information (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">Estimated Number of Creditors</td> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td colspan="2"></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			Estimated Number of Creditors		1-15	16-49	50-99	100-199	200-999	1000-over			<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Estimated Number of Creditors		1-15	16-49	50-99	100-199	200-999	1000-over															
		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>															
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Estimated Assets		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million													
		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>													
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Estimated Debts		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million													
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>													

THIS SPACE IS FOR COURT USE ONLY

RECEIVED
 NOV 2 3 54 PM '04
 CLERK OF COURT
 DISTRICT OF NEVADA

(Official Form 1) (9/01)

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

Guardian Security Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X Matthew L. Johnson
Signature of Attorney for Debtor(s)

Matthew L. Johnson, Esq. (6004)

Printed Name of Attorney for Debtor(s)

LAVELLE & JOHNSON, P.C.

Firm Name

**3016 W. Charleston Blvd., Suite 210
Las Vegas, NV 89102**

Address

Phone: (702) 822-2640 Fax: (702) 822-2650

Telephone Number

November 2, 2004

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Raul Diaz
Signature of Authorized Individual

Raul Diaz

Printed Name of Authorized Individual

President

Title of Authorized Individual

November 2, 2004

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X _____
Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

United States Bankruptcy Court

District of Nevada

In re Guardian Security Inc.

Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Arco Gas Pro PO Box 9033 Carlsbad, CA 92018	Arco Gas Pro PO Box 9033 Carlsbad, CA 92018	Fuel account		6,500.00
Berkley Regional Insurance PO Box 939 Pierre, SD 57501	Berkley Regional Insurance PO Box 939 Pierre, SD 57501	Worker's compensation insurance		14,303.00
Chevron P.O. Box 2001 Concord, CA 94529-0001	Chevron P.O. Box 2001 Concord, CA 94529-0001	Gas card		2,019.00
DeSutter, Kerr & Associates 5114 Okeechobee Blvd # 109 West Palm Beach, FL 33417	DeSutter, Kerr & Associates 5114 Okeechobee Blvd # 109 West Palm Beach, FL 33417	Proposal consultant and contract preparation		5,000.00
Employment Development Dept - CA Sacramento, CA 94230	Employment Development Dept - CA Sacramento, CA 94230			5,995.00

In re Guardian Security Inc.

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Employment Security Division Las Vegas, NV	Employment Security Division Las Vegas, NV			17,237.00
Enterprise Fleet Service 8290 S Arville Las Vegas, NV 89139	Enterprise Fleet Service 8290 S Arville Las Vegas, NV 89139	Multiple auto leases		28,900.00
Frontier Radios Las Vegas, NV 89109	Frontier Radios Las Vegas, NV 89109	Radio antenna		3,420.00
GC Services Limited Partnership PO Box 7850 Baldwin Park, CA 91706	GC Services Limited Partnership PO Box 7850 Baldwin Park, CA 91706	Cellular carrier		2,000.00
Internal Revenue Service Ogden, UT 84201	Internal Revenue Service Ogden, UT 84201	941 taxes	Unliquidated	1,700,000.00
Littler Mendelson PO Box 45547 San Francisco, CA 94145-0547	Littler Mendelson PO Box 45547 San Francisco, CA 94145-0547	Attorney's fees		4,500.00

In re Guardian Security Inc.

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Nuvel Credit Corp PO Box 2365 Memphis, TN 38101	Nuvel Credit Corp PO Box 2365 Memphis, TN 38101	2003 Chevy S-10		11,939.00 (9,000.00 secured.)
Premium Financial 1115 E Westvieww Court #104 Spokane, WA 99218	Premium Financial 1115 E Westvieww Court #104 Spokane, WA 99218	Liability insurance		5,000.00
Primus Financial PO Box 680020 Franklin, TN 37068	Primus Financial PO Box 680020 Franklin, TN 37068	2003 Chevy Malibu		12,600.00 (10,000.00 secured.)
Primus Financial PO Box 680020 Franklin, TN 37068	Primus Financial PO Box 680020 Franklin, TN 37068	Chevy S-10		13,722.23 (13,000.00 secured.)
Richard Bouldin 5700 Sligo St Las Vegas, NV 89130	Richard Bouldin 5700 Sligo St Las Vegas, NV 89130	Loan to business		25,839.00
SBC PO Box 989045 West Sacramento, CA 95798	SBC PO Box 989045 West Sacramento, CA 95798	Reno, NV phone service		1,019.00

In re Guardian Security Inc

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Shell PO BOX 790071 Houston, TX 77279-0071	Shell PO BOX 790071 Houston, TX 77279-0071	gas card		1,900.00
Sprint PCS PO Box 79357 City Of Industry, CA 91716-9255	Sprint PCS PO Box 79357 City Of Industry, CA 91716-9255	Cell phone		5,879.00
Triad Financial PO Box 3299 Huntington Beach, CA 92605-3299	Triad Financial PO Box 3299 Huntington Beach, CA 92605-3299	2003 Chevy S-10		12,500.00 (9,000.00 secured.)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date November 2, 2004

Signature _____

Raul Diaz
Raul Diaz
President

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

United States Bankruptcy Court
District of Nevada

In re Guardian Security Inc.

Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	69,300.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		169,782.86	
E - Creditors Holding Unsecured Priority Claims	Yes	2		1,723,232.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		107,274.80	
G - Executory Contracts and Unexpired Leases	Yes	6			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		22			
Total Assets			69,300.00		
Total Liabilities				2,000,289.66	

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		General Account # 0612014012	-	0.00
		Payroll Account # 0612014004	-	0.00
		General Account - Reno, NV # 0612014020	-	0.00
		Nevada State Bank Checking Account	-	0.00
		Wells Fargo Bank PO Box 6995 Portland, OR 97228 Account No 97228	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with landlord for 3100 S Valley View Blvd	-	Unknown
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.		Uniforms	-	2,000.00
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > 2,000.00
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY (Continuation Sheet)

Type of Property	N O N P	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		Security Service contracts \$370,000 monthly	-	Unknown
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			

Sub-Total > 0.00
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.		1995 Chevy Corsica	-	800.00
		1996 Chevy Blazer	-	500.00
		2003 Chevy S-10	-	12,500.00
		2003 Chevy Malibu	-	10,000.00
		2003 Chevy S-10	-	12,500.00
		2003 Chevy S-10	-	12,500.00
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		3 Copy Machines - \$2,100 Office Furniture - \$7,500 Computer Equipment - \$900 46 Two Way Radios - \$8,000	-	18,500.00
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.	X			

Sub-Total > **67,300.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	69,300.00

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule II - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	CODEBTOR H W J C	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: NX1334					
			Value \$ Unknown				1,132.77	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: NX1368					
			Value \$ Unknown				1,737.96	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QB8920					
			Value \$ Unknown				9,994.33	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QB8921					
			Value \$ Unknown				9,990.09	Unknown
Subtotal							22,855.15	
(Total of this page)								

3 continuation sheets attached

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I T A T E D	D I S B U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QB8922					
			Value \$ Unknown				9,994.33	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QB8923					
			Value \$ Unknown				10,025.43	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QB8924					
			Value \$ Unknown				10,025.43	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QC9002					
			Value \$ Unknown				8,319.12	Unknown
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QC9003					
			Value \$ Unknown				8,225.55	Unknown

Sheet **1** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

46,589.86

In re **Guardian Security Inc.**

Case No.

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R O W E R H W J C	Husband, Wife, Joint, or Community	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. 223778	-	Unknown				8,225.55	Unknown
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139		Vehicle Lease Unit No.: QC9004					
		Value \$ Unknown					
Account No. 223778	-	Unknown				8,225.55	Unknown
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139		Vehicle Lease Unit No.: QC9006					
		Value \$ Unknown					
Account No. 223778	-	Unknown				8,269.21	Unknown
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139		Vehicle Lease Unit No.: QC9007					
		Value \$ Unknown					
Account No. 223778	-	Unknown				8,271.78	Unknown
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139		Vehicle Lease Unit No.: QC9008					
		Value \$ Unknown					
Account No. 223778	-	Unknown				8,278.71	Unknown
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139		Vehicle Lease Unit No.: QC9009					
		Value \$ Unknown					

Sheet 2 of 3 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

41,270.80

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No. 223778			Unknown					
Enterprise Fleet Service 8290 S. Arville Las Vegas, NV 89139			Vehicle Lease Unit No.: QC9010					
			Value \$ Unknown				8,305.82	Unknown
Account No. 033300206555			Auto loan					
Nuvell Credit Corp PO Box 2365 Memphis, TN 38101			2003 Chevy S-10					
			Value \$ 9,000.00				11,939.00	2,939.00
Account No. 35585805			Auto loan					
Primus Financial PO Box 680020 Franklin, TN 37068			Chevy S-10					
			Value \$ 13,000.00				13,722.23	722.23
Account No. 35585620			Auto Loan					
Primus Financial PO Box 680020 Franklin, TN 37068			2003 Chevy Malibu					
			Value \$ 10,000.00				12,600.00	2,600.00
Account No. 400-001-5201280-0001			Auto loan					
Triad Financial PO Box 3299 Huntington Beach, CA 92605-3299			2003 Chevy S-10					
			Value \$ 9,000.00				12,500.00	3,500.00

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

59,067.05

Total
(Report on Summary of Schedules)

169,782.86

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of this petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule II - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,650* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2,100* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

*Amounts are subject to adjustment on April 1, 2004, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G U E D	U N L I Q U I T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. 231-8603-4 Employment Development Dept - CA Sacramento, CA 94230	-	3rd quarter 2004				5,995.00	Unknown
Account No. 206791.00 Employment Security Division Las Vegas, NV	-	3rd Quarter 2004				17,237.00	Unknown
Account No. 45-0472762 Internal Revenue Service Ogden, UT 84201	-	Multiple dates 941 taxes		X		1,700,000.00	1,700,000.00
Account No.							
Account No.							

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

1,723,232.00

Total
(Report on Summary of Schedules)

1,723,232.00

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 210983657 Arco Gas Pro PO Box 9033 Carlsbad, CA 92018	-	Fuel account				6,500.00
Account No. Berkley Regional Insurance PO Box 939 Pierre, SD 57501	-	Worker's compensation insurance				14,303.00
Account No. 797-199-289-1 Chevron P.O. Box 2001 Concord, CA 94529-0001	-	revolving Gas card				2,019.00
Account No. DeSutter, Kerr & Associates 5114 Okeechobee Blvd # 109 West Palm Beach, FL 33417	-	Proposal consultant and contract preparation				5,000.00
Subtotal (Total of this page)						27,822.00

3 continuation sheets attached

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor." include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 210983657			Fuel account				
Arco Gas Pro PO Box 9033 Carlsbad, CA 92018	-						6,500.00
Account No.			Worker's compensation insurance				
Berkley Regional Insurance PO Box 939 Pierre, SD 57501	-						14,303.00
Account No. 797-199-289-1			revolving Gas card				
Chevron P.O. Box 2001 Concord, CA 94529-0001	-						2,019.00
Account No.			Proposal consultant and contract preparation				
DeSutter, Kerr & Associates 5114 Okeechobee Blvd # 109 West Palm Beach, FL 33417	-						5,000.00
Subtotal (Total of this page)							27,822.00

3 continuation sheets attached

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 27365 Frontier Radios Las Vegas, NV 89109		-	Radio antenna				3,420.00
Account No. 920567311 GC Services Limited Partnership PO Box 7850 Baldwin Park, CA 91706		-	Cellular carrier				2,000.00
Account No. 046726-1002 Littler Mendelson PO Box 45547 San Francisco, CA 94145-0547		-	Attorney's fees				4,500.00
Account No. M Power Communications Las Vegas, NV 89133		-	Phone service				295.80
Account No. NV Power Las Vegas, NV		-	Power				700.00
Subtotal (Total of this page)							10,915.80

Sheet no. 1 of 3 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T A I E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Liability Insurance				
Premium Financial 1115 E Westvieww Court #104 Spokane, WA 99218	-						5,000.00
Account No.			October 29, 2004 Loan to business				
Richard Bouldin 5700 Sligo St Las Vegas, NV 89130	-						25,839.00
Account No.			Reno, NV phone service				
SBC PO Box 989045 West Sacramento, CA 95798	-						1,019.00
Account No. 652-565-250			Revolving Gas card				
Shell PO BOX 790071 Houston, TX 77279-0071	-						1,900.00
Account No. 0165838547-4			Cell phone				
Sprint PCS PO Box 79357 City Of Industry, CA 91716-9255	-						5,879.00

Sheet no. 2 of 3 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

39,637.00

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Lawsuit - Trial pending 2005				Unknown
United States Department of Labor 71 Stevenson Street, Suite 1110 San Francisco, CA 94105-2999	X	-		X		X	
Account No.							
Account No.							
Account No.							
Account No.							

Sheet no. **3** of **3** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

0.00

Total
(Report on Summary of Schedules)

78,374.80

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
A-1 Security 917 S. 1st Street Las Vegas, NV 89101	Contract to provide security services.
Absolute Security System 7235 Bermuda Suite B Las Vegas, NV 89123	Contract to provide security services.
Addison Construction 5685 S Cameron Las Vegas, NV 89119	Contract to provide security services.
ADI 695 Vista Blvd Sparks, NV 89434	Contract to provide security services.
Advanta Bank Corp P.O. Box 8088 Philadelphia, PA 19101	Office furniture lease. Expires October 2006
Alarm Financial Services PO Box 2532 San Anselmo, CA 94979	Contract to provide security services.
All Secure Inc 3904 Wharton St Las Vegas, NV 89130	Contract to provide security services.
Ashton Park H&L Management 720 S Fourth St Las Vegas, NV 89101	Contract to provide security services.
Auto Zone Dept 8192 PO Box 2198 Memphis, TN 38101	Contract to provide security services.
Bishop Manogue Catholic Church 110 Bishop Manogue Drive Reno, NV 89511	Contract to provide security services.
Blue Berry Hill Family Restaurant 1280 S Decatur Las Vegas, NV 89102	Contract to provide security services.

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

Brantley Inc
2805 Jeffrey Pine St
Las Vegas, NV 89108

Contract to provide security services.

Bureau of Reclamation
PO Box 61470
Boulder City, NV 89006

Contract to provide security services.

Carmelita Court Trailer Park
1300 W Second St
Reno, NV 89502

Contract to provide security services.

City of North Las Vegas
4025 Allen Lane
North Las Vegas, NV 89032

Contract to provide security services.

City of North Las Vegas
2829 Fort Sumptor Dr
North Las Vegas, NV 89030

Contract to provide security services.

City of North Las Vegas Parks and Rec
2829 Fort Sumptor
North Las Vegas, NV 89032

Contract to provide security services.

Clark County Water Reclamation
5857 E Flamingo
Las Vegas, NV 89122

Contract to provide security services.

Club Ambassador Homes
6402 Mae Ann Ave
Reno, NV 89523

Contract to provide security services.

Crime Busters of Nevada
840 S Rancho St 4-329
Las Vegas, NV 89106

Contract to provide security services.

Double Diamond Ranch
800 S Meadows Pkwy, Ste 800
Reno, NV 89521

Contract to provide security services.

Ed Adobe
825 N Lamb Blvd
Las Vegas, NV 89110

Contract to provide security services.

Ed Morimoto
PO Box 44
Los Gatos, CA 95031

Contract to provide security services.

Enterprise Fleet Service
8290 S Arville
Las Vegas, NV 89139

Vehicle leases. Contracts expire August 2005

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

FAA Oakland Airport
PO Box 92007
Los Angeles, CA 90009

Contract to provide security services.

Fertita Enterprises
PO Box 27555
Las Vegas, NV 89126

Contract to provide security services.

Fluer De Lis
9900 Wilbur May Pkwy
Reno, NV 89521

Contract to provide security services.

Frontier Radio
270 East Pamalyn Ave
Suite 800
Las Vegas, NV 89119

Radio airtime. Contract expires July 2005

Granite Construction
495 E Sahara Ave
Las Vegas, NV 89104

Contract to provide security services.

Greyhound Lines
155 Stevenson
Reno, NV 89503

Contract to provide security services.

Housing Authority, City of Las Vegas
1632 Yale St
North Las Vegas, NV 89030

Contract to provide security services.

In & Out Burger
5759 Rickenbacher Rd
Los Angeles, CA 90040

Contract to provide security services.

J&L Enterprises
2211 N Rampart Ste 121
Las Vegas, NV 89128

Contract to provide security services.

Knight Security Center
7345 Varia Ave
North Hollywood, CA 91605

Contract to provide security services.

L&B Trucking
728 Spice Island Dr
Sparks, NV 89431

Contract to provide security services.

Liberty Lock Protection
5470 W Sahara
Las Vegas, NV 89102

Contract to provide security services.

Metro Security
3315 Birtcher
Las Vegas, NV 89118

Contract to provide security services.

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Moana Apt c/o Notting Hill Gate 4540 Hazelton #6 Sherman Oaks, CA 91423	Contract to provide security services.
MSE Corporation 10 County Line Rd, Suite 20 Somerville, NJ 08876	Contract to provide security services.
Network Multi Family 4221 W John Carpenter Pkwy Irving, TX 75063	Contract to provide security services.
Network Professional 855 W Seventh St Ste 5 Reno, NV 89503	Contract to provide security services.
O'Aces Bar and Grill 3003 N Rainbow Las Vegas, NV 89108	Contract to provide security services.
Patagonia PO Box 32060 Reno, NV 89533	Contract to provide security services.
Petsmart 9175 Mona Blvd Reno, NV 89506	Contract to provide security services.
Protection One 120 E 1st St Second Floor Wichita, KS 67202	Contract to provide security services.
Q&D Construction PO Box 10865 Reno, NV 89510	Contract to provide security services.
Rainbow Market 1225 Commerce St Sparks, NV 89431	Contract to provide security services.
Rainbow Market #4 1501 Vasser Reno, NV 89502	Contract to provide security services.
Rainbow Market #7 4696 Sun Valley Blvd Sun Valley, NV 89433	Contract to provide security services.
Rebel Oil 2200 S Highlander Dr Las Vegas, NV 89102	Contract to provide security services.

Sheet 3 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Scolaris 255 S McCarran Blvd Sparks, NV 89431	Contract to provide security services.
Sierra Health Services PO Box 15645 Las Vegas, NV 89114	Contract to provide security services.
Signature Homes Copper Creek 801 S Rancho Dr, Ste 4 Las Vegas, NV 89106	Contract to provide security services.
Signature Homes Mira Vista 801 S Rancho Dr, Ste 4 Las Vegas, NV 89106	Contract to provide security services.
Signature Homes Mountain View 801 S Rancho Dr, Ste 4 Las Vegas, NV 89106	Contract to provide security services.
Signature Rancho Martillo 801 S Rancho Dr Ste 4 Las Vegas, NV 89106	Contract to provide security services.
Signature Solana Community 801 S Rancho Dr. Ste 4 Las Vegas, NV 89106	Contract to provide security services.
Stateside Lounge 905 N Las Vegas Blvd Las Vegas, NV 89101	Contract to provide security services.
Susan Bastianelly 2008 Gray Eagle Way Las Vegas, NV 89117	Office lease. Lease expires August 2005
Tanamera Apt Homes 900 S Meadows Parkway Reno, NV 89511	Contract to provide security services.
The Family Center 455 E 500 South Garden Salt Lake City, UT 84111	Contract to provide security services.
The Lakes Association PO Box 80900 Las Vegas, NV 89180	Contract to provide security services.
The North Virginian Apts 445 Apple St, Ste 210 Reno, NV 89502	Contract to provide security services.

Sheet 4 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Guardian Security Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
The Villager Apts 455 Apple St, Ste 210 Reno, NV 89502	Contract to provide security services.
Tri-Partners Builders Inc 2450 Tempo Valley Road Reno, NV 89512	Contract to provide security services.
Villagio Home Owners Assoc 720 S 4th St #201 Las Vegas, NV 89101	Contract to provide security services.
Wash & Shop 2881 E Bonanza Rd Las Vegas, NV 89101	Contract to provide security services.
William Lyons Homes Inc 500 Pilot Rd Ste G Las Vegas, NV 89119	Contract to provide security services.

In re **Guardian Security Inc.**

Case No. _____

Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
GSI Security 4820 Alpine Place A-100 Las Vegas, NV No longer in business	United States Department of Labor 71 Stevenson Street, Suite 1110 San Francisco, CA 94105-2999

**United States Bankruptcy Court
District of Nevada**

In re Guardian Security Inc.

Debtor(s)

Case No. _____

Chapter 11

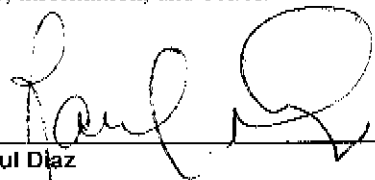
DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 23 sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date November 2, 2004

Signature



**Raul Diaz
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Form 7
(9/00)

**United States Bankruptcy Court
District of Nevada**

In re Guardian Security Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$2,453,062.00
\$4,110,948.00
\$3,200,000.00

SOURCE (if more than one)
Income from operation of business 2002 (gross receipts)
Income from operation of business 2003 (gross receipts)
2004 Year to date (gross receipts)

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None



a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Susan Bastianelli 2008 Gray Eagle Way Las Vegas, NV 89117	Office lease August \$5,500 September \$5,500 October \$5,500	\$16,500.00	\$0.00
Nevada Power 6626 W Sahara Ave Las Vegas, NV	August \$438.96 September \$549.43 October \$932.75	\$1,921.14	\$0.00
M Power PO Box 36430 Las Vegas, NV 89133	August \$315.85 September \$300.43 October \$295.86	\$912.14	\$0.00
SBC PO Box 989045 West Sacramento, CA 95798	October 23 \$516.43 September 23 \$516.72 September 10 \$509.99	\$1,543.14	\$0.00
Premium Financing Specialist 1115 E Westview Ct #104 Spokane, WA 99218	October 20 \$5,503.47 October 18 \$6,363.23 September 23 \$5,778.39	\$17,645.09	\$0.00
Berkley Regional Insurance Co PO Box 939 Pierre, SD 57501	October 19 \$4,050 September 13 \$13,762 September 3 \$13,762	\$31,574.00	\$0.00
Advanta Bank Corp PO Box 8088 Philadelphia, PA 19101	September 8 \$176 September 23 \$470.53 October 5 \$300	\$946.53	\$0.00
DeSutter, Kerr & Associates 5114 Okeechobe Blvd Suite 109 Miami, FL 33147	September 8 \$2,412.34	\$2,412.34	\$0.00
Sprint Cellular PO Box 79357 City Of Industry, CA 91716	September 13 \$2,786.98	\$2,786.98	\$0.00
Fronier Radio 270 Pamalyn Ave #800 Las Vegas, NV 89119	October 18 \$134.36 October 6 \$1,720 September 8 \$1,720	\$3,574.36	\$0.00
Innovative Business Solutions 4045 S Buffalo Las Vegas, NV 89147	October 6 \$408 September 10 \$408	\$816.00	\$0.00
Chevron PO Box 9560 Concord, CA 94524	October 21 \$1,208 September 24 \$919.05	\$1,947.05	\$0.00
Shell P.O. Box 9151 Des Moines, IA 50368-9151	September 16 \$1,028 September 1 \$919.05	\$1,947.05	\$0.00
Little Mendelson PO Box 45547 San Francisco, CA 94145	September 29 \$216.90 September 1 \$619.07	\$835.97	\$0.00
State Farm Insurance 2700S Sunland Drive Tempe, AZ 85282	September 2 \$2,055.77 September 2 \$566	\$2,621.77	\$0.00

NAME AND ADDRESS OF CREDITOR AM PM	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
	October 28 \$1,000	\$3,000.00	\$0.00
	October 22 \$1,000		
	October 15 \$1,000		
Arco Gas Pro	September 30 \$500	\$1,500.00	\$0.00
PO Box 9033	August 20 \$500		
Columbia City, OR 97018	August 2 \$500		
Enterprise Fleet Services	September 21 \$11210.43	\$20,350.68	\$0.00
8290 S Arville	September 27 \$9,140.25		
Las Vegas, NV 89139			
State Compensation Insurance Fund	October 1 \$4,964.36	\$9,594.09	\$0.00
San Francisco, CA 94120	September 1 \$4,629.73		
Employment Development Department	October 21 \$370.94	\$2,577.78	\$0.00
PO Box 826288	September 29 \$208.18		
Sacramento, CA 94230	September 10 \$1,998.66		
Internal Revenue Service		\$12,205.73	\$0.00
Ogden, UT 84201			
State of Nevada Dept of Employment	October 15 \$2,000	\$17,095.00	\$0.00
500 E Third St	October 15 \$2,000		
Carson City, NV 89713	October 7 \$3,780		
	September 17 \$3,780		
	September 1 \$3,780		
	August 20 \$3,755		
Uniform and Accessories Warehouse	October 6 \$213.29	\$796.84	\$0.00
PO Box 370670	September 16 \$252		
Reseda, CA 91337	September 10 \$331.55		
Triad Financial Corp	October 28 \$407.99	\$1,213.97	\$0.00
P.O. Box 3299	September 16 \$402.99		
Huntington Beach, CA 92605	September 1 \$402.99		
Primus Financial	October 19	\$1,200.96	\$0.00
PO Box 680020	September 1		
Franklin, TN 37068	August 5		
Primus Financial	October 19 \$415.32	\$1,215.96	\$0.00
PO Box 37068	September 1 \$400.32		
Franklin, TN 37068	August 5 \$400.32		
Nuvell Credit Corp	September 17 \$402.99	\$805.98	\$0.00
PO Box 2365	August 16 \$402.99		
Memphis, TN 38101			
State Farm Insurance	2 vehicle policies	\$5,243.58	\$0.00
2700 South Sunland Drive	September 2 \$2055.77 and		
Tempe, AZ 85282	566.02		
	August 3 \$2055.77 and		
	566.02		

None ☐ b. List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER
**US Dept of Labor v. GSI Inc,
Guardian Security, Kenneth
Wilson, Raul Diaz, Belinda
Thomas
CV-S-03-1167-RCH-LRL**

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATION
**US District Court for the
District of NV**

STATUS OR
DISPOSITION
Trial to begin 2005

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED
**Internal Revenue Service
Ogden, UT 84201**

DATE OF SEIZURE
10-14-04

DESCRIPTION AND VALUE OF
PROPERTY
Accounts Receivables and Bank Accounts

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION AND VALUE OF
PROPERTY

6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE
**Internal Revenue Service
Ogden, UT 84201**

DATE OF
ASSIGNMENT
March 6, 2004

TERMS OF ASSIGNMENT OR SETTLEMENT
Levy of account receivables

**Internal Revenue Service
Ogden, UT 84201**

Oct 14, 2004

Levy of account receivables

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIAN

NAME AND LOCATION
OF COURT
CASE TITLE & NUMBER

DATE OF
ORDER

DESCRIPTION AND VALUE OF
PROPERTY

7. Gifts

None



List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

None



List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE
OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF
LOSS WAS COVERED IN WHOLE OR IN PART
BY INSURANCE, GIVE PARTICULARS

DATE OF LOSS

9. Payments related to debt counseling or bankruptcy

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS
OF PAYEE

DATE OF PAYMENT,
NAME OF PAYOR IF OTHER
THAN DEBTOR

AMOUNT OF MONEY
OR DESCRIPTION AND VALUE
OF PROPERTY

LAVELLE & JOHNSON, P.C.
3016 W. Charleston Blvd., Suite 210
Las Vegas, NV 89102

October 28, 2004

\$13,339

Victor A Latham
1850 17th St # 212
Santa Ana, CA 92705

July 25, 2004

\$2,500

10. Other transfers

None



List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE,
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED
AND VALUE RECEIVED

11. Closed financial accounts

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

TYPE AND NUMBER OF
ACCOUNT AND AMOUNT OF
FINAL BALANCE

AMOUNT AND DATE OF SALE
OR CLOSING

12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18. Nature, location and name of business

- None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NUMBER	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Dennis K. Meservey
819 Las Vegas Blvd South
Las Vegas, NV 89101

DATES SERVICES RENDERED
April 2004 to present

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

21. Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---

22. Former partners, officers, directors and shareholders

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23. Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND

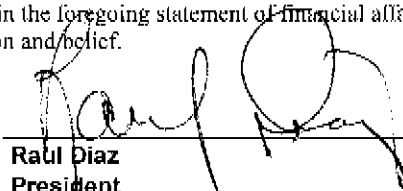
TAXPAYER IDENTIFICATION NUMBER

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 2, 2004

Signature


Raul Diaz
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Nevada**

In re Guardian Security Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>13,339.00</u>
Prior to the filing of this statement I have received.....	\$	<u>13,339.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: November 2, 2004

Matthew L. Johnson, Esq. (6004)
LAVELLE & JOHNSON, P.C.
 3016 W. Charleston Blvd., Suite 210
 Las Vegas, NV 89102
 Phone: (702) 822-2640 Fax: (702) 822-2650

**United States Bankruptcy Court
District of Nevada**

In re Guardian Security Inc.

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 2, 2004

Signature _____

**Raul Diaz
President**

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

**United States Bankruptcy Court
District of Nevada**

In re Guardian Security Inc.

Debtor(s)

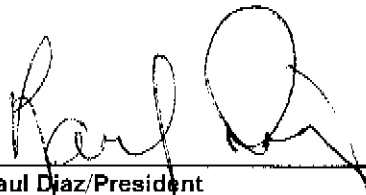
Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: November 2, 2004



Raul Diaz/President
Signer/Title

Guardian Security Inc.
3100 S Valley View Blvd
Las Vegas, NV 89102

Matthew L. Johnson, Esq. (6004)
LAVELLE & JOHNSON, P.C.
3016 W. Charleston Blvd., Suite 210
Las Vegas, NV 89102

Arco Gas Pro
Acct No 210983657
PO Box 9033
Carlsbad, CA 92018

Berkley Regional Insurance
PO Box 939
Pierre, SD 57501

Chevron
Acct No 797-199-289-1
P.O. Box 2001
Concord, CA 94529-0001

DeSutter, Kerr & Associates
5114 Okeechobee Blvd # 109
West Palm Beach, FL 33417

Employment Development Dept - CA
Acct No 231-8603-4
Sacramento, CA 94230

Employment Security Division
Acct No 206791.00
Las Vegas, NV

Enterprise Fleet Service
8290 S Arville
Las Vegas, NV 89139

Enterprise Fleet Service
Acct No 223778
8290 S. Arville
Las Vegas, NV 89139

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Acct No 223778
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Las Vegas, NV 89139

Enterprise Fleet Service
Acct No 223778
8290 S. Arville
Las Vegas, NV 89139

Frontier Radios
Acct No 27365
Las Vegas, NV 89109

GC Services Limited Partnership
Acct No 920567311
PO Box 7850
Baldwin Park, CA 91706

Internal Revenue Service
Acct No 45-0472762
Ogden, UT 84201

Littler Mendelson
Acct No 046726-1002
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M Power Communications
Las Vegas, NV 89133

Nuvell Credit Corp
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Memphis, TN 38101

NV Power
Las Vegas, NV

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1115 E Westvieww Court #104
Spokane, WA 99218

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Franklin, TN 37068

Primus Financial
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PO BOX 790071
Houston, TX 77279-0071

Sprint PCS
Acct No 0165838547-4
PO Box 79357
City Of Industry, CA 91716-9255

Triad Financial
Acct No 400-001-5201280-0001
PO Box 3299
Huntington Beach, CA 92605-3299

United States Department of Labor
71 Stevenson Street, Suite 1110
San Francisco, CA 94105-2999